

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

VIA FEDERAL EXPRESS



January 26, 1999

RECORDATION NO. 23000  
FILED  
JAN 28 '99 9-30 AM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.; Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 6, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Twin Cities and Western Railway Company  
2925 12<sup>th</sup> Street East  
Glencoe, MN 55336

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulska".

Susan Grokulska  
Manager – Documents Administration

Enclosures

(TCW003/TCW004)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Susan Grokulsky  
First Union Rail Corporation  
6250 River Road, Ste. 5000  
Rosemont, Illinois 60010

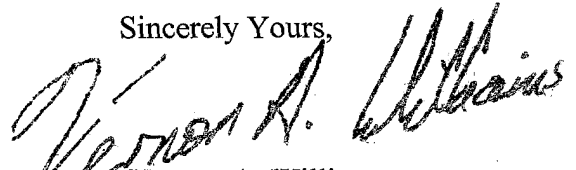
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/28/99 at 9:30 AM , and

assigned recordation numbers (s): 21990, 21991, 21992, 21993, 21994, 21995, 21996,  
21997, 21998, 21999 and 22000. ✓

Sincerely Yours,

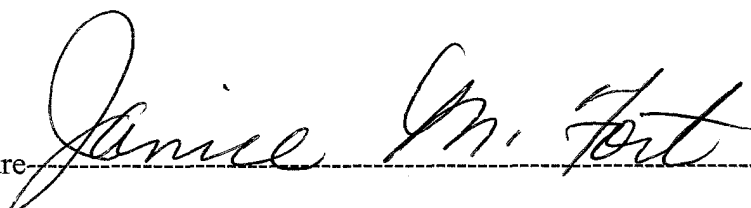
  
Vernon A. Williams

Enclosure(s) (11)

286.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



ASSIGN: TCW003/TCW004

JAN 28 '99

9-30 AM

**Memorandum of Lease**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of January, 1999, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor"), and Twin Cities & Western Railroad Company ("Lessee").

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement ("the Lease"), dated as of February 25, 1998, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of the above-mentioned Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: J. J. ThomasName: JACK THOMAS  
President

Title: \_\_\_\_\_

By: Michelle BergName: Michelle BergTitle: Office ManagerExecuted on this 22 day of January 1999.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of January, 1999.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

TWIN CITIES & WESTERN RAILROAD  
COMPANY

ATTEST:

By: David E. Thompson

Name: DAVID E. THOMPSON

By: \_\_\_\_\_

Title: VICE PRESIDENT

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of \_\_\_\_\_, 1999.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county,  
certify that \_\_\_\_\_ personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this \_\_\_\_ day of \_\_\_\_\_,  
1998.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Five (5) Gondola Railcars**

**Car Numbers**

TCWR	320195
TCWR	320196
TCWR	320197
TCWR	320198
TCWR	320199

**Thirty-Nine (39) Covered Hopper Railcars**

**Car Numbers**

TCWR	818198	TCWR	824527
TCWR	818201	TCWR	824534
TCWR	818202	TCWR	824535
TCWR	820686	TCWR	824541
TCWR	820849	TCWR	824546
TCWR	821038	TCWR	824566
TCWR	821101	TCWR	824574
TCWR	821104	TCWR	824584
TCWR	821109	TCWR	824585
TCWR	821486	TCWR	824593
TCWR	822142	TCWR	824595
TCWR	822150	TCWR	824600
TCWR	822153	TCWR	824603
TCWR	823351	TCWR	824605
TCWR	824478	TCWR	824621
TCWR	824503	TCWR	824637
TCWR	824505	TCWR	824639
TCWR	824512	TCWR	826170
TCWR	824520	TCWR	826171
TCWR	824522		